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March 21, 2001

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Office of Regional Counsel  
U.S. Environmental Protection Agency, Region 5  
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Anthony Audia  
Chief, Program Accounting & Analysis Section  
U.S. Environmental Protection Agency, Region 5  
77 West Jackson Boulevard, MF-10J  
Chicago, Illinois 60604

Re: H.O.D. Landfill, Antioch, Illinois, Site 052F

Dear Ms. Kawakami and Mr. Audia:

This letter is in response to the December 19, 2000 invoice sent to Larry Buechel of Waste Management of Illinois, Inc. ("WMII") regarding the above referenced matter. For the reasons discussed below, WMII renews its request that the United States Environmental Protection Agency ("EPA") recover its oversight costs from the non-compliant Unilateral Administrative Order ("UAO") recipients, other PRPs previously "not noticed" by EPA and the parties EPA has identified as de minimis.

On April 14, 1999 EPA issued a UAO to perform the Remedial Design/Remedial Action ("RD/RA") for the H.O.D. Landfill to five parties, WMII, the Village of Antioch, Wells Manufacturing, Outboard Marine Corporation ("OMC") and Morton International ("Morton"). To date, only WMII and the Village of Antioch have complied with this Order. WMII is in the process of finalizing a settlement with Wells Manufacturing; OMC and Morton have not reached a settlement with WMII and have not complied with the UAO.

Furthermore, as stated in previous correspondence to the Agency, there are a number of PRPs with relatively large volumes who did not receive special notice letters and were not issued the UAO despite their contributions to the H.O.D. Landfill. For example, by letter dated

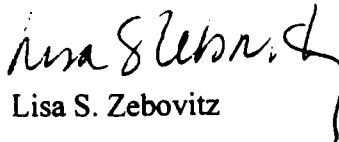
Cynthia Kawakami  
Anthony Audia  
March 21, 2001  
Page 2

December 16, 1998, WMII provided EPA with a database of WMII records, Illinois EPA manifests, a summary waste-in list, and WMII driver affidavits identifying additional PRPs who did not receive special notice letters or the UAO. Similarly, several of the parties who participated in EPA's 1992 cost recovery Consent Decree have not been brought into the process at all. Finally, in August 1998, EPA sent a de minimis settlement proposal to certain parties, however, apparently no subsequent contact has been made with these parties to finalize any settlements. Such settlements would be an obvious source of funds for oversight costs.

WMII believes the equities of this matter dictate that some or all of the parties described above should contribute to the RD/RA. Certainly, there are more appropriate recipients of EPA's December 19, 2000 invoice for oversight costs than the complying UAO recipient. As a result, WMII requests that EPA seek payment of its oversight costs from OMC\* and Morton, parties in violation of the UAO, as well as other parties that EPA either has previously notified or could easily notify as waste generators at the H.O.D. Landfill. WMII requests that no interest accrue on this oversight cost invoice pending EPA's evaluation of WMII's request.

Thank you for your attention to this matter. If you have any questions or wish to discuss the matter, call me at the number above or Karen Bruntrager at (312) 269-8427.

Very truly yours,



Lisa S. Zebovitz

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\* As you may be aware, OMC filed for Chapter 11 bankruptcy protection on December 22, 2000. I assume EPA will be filing a proof of claim.